

EXHIBIT A

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

Residential Funding Company, LLC,

Court File No. 14-cv-1737 (MJD/JSM)

Plaintiff,

v.

FIRST AMENDED COMPLAINT

Decision One Mortgage Company, LLC
and HSBC Finance Corporation,

Defendants.

Plaintiff Residential Funding Company, LLC, (“RFC” or “Plaintiff”), by and through its attorneys, alleges for its First Amended Complaint against defendants Decision One Mortgage Company, LLC (“Decision One”) and HSBC Finance Corporation (“HSBC Finance” and, together with Decision One, the “Defendants”), as follows:

NATURE OF ACTION

1. This case arises in substantial part from the billions of dollars in liabilities and losses incurred by RFC in its chapter 11 case, which is part of the jointly administered chapter 11 cases pending in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) under the caption *In re Residential Capital, LLC, et al.* Case No. 12-12020 (MG). Those liabilities and losses, in turn, arose from defective residential mortgage loans sold to RFC by mortgage loan

FACTUAL BACKGROUND

The Agreement Between RFC and Decision One

18. Over the course of the parties' relationship, Decision One sold over 58,000 mortgage loans to RFC pursuant to the Seller Contract attached as Exhibit A (the "Contract").

19. The Contract incorporates into its terms and conditions RFC's standard terms and conditions for purchasing loans, frequently called the Client Guide. A complete copy of the March 13, 2006 edition of the Client Guide and exemplary excerpts of other editions of the Client Guide are attached as Exhibits B-1 and B-5 through B-31 (the "Client Guide"). The complete versions of other editions are known to the parties and too voluminous to attach in their entirety. The provisions of the Client Guide relevant to Plaintiff's claims were substantially similar during all periods relevant to this Amended Complaint. The Contract and Client Guide collectively form the parties' Agreement, and set the standards to which Decision One's loans sold to RFC were expected to adhere.

20. Lists of loans sold by Decision One to RFC pursuant to the Agreement, and subsequently securitized by RFC, as well as loans which were not securitized and hence were held by RFC or sold in whole loan sales, are attached hereto as Exhibits C-1 and C-2, respectively. The original principal balance of these loans in aggregate exceeds \$8 billion.

21. As a correspondent lender, Decision One had the initial responsibility for collecting information from the borrower, verifying its accuracy, and underwriting the